

Subj: Fw: anti dilution settlement communication  
Date: 8/24/2011 12:11:00 P.M. Eastern Daylight Time  
From: [arabin@lhfin.com](mailto:arabin@lhfin.com)  
To: [KZitter@aol.com](mailto:KZitter@aol.com)

Arie Rabinowitz  
L H Financial Services Corp  
150 CPS  
NY NY 10019  
212 586 8224 -----  
Sent from my BlackBerry Wireless Handheld

**From:** Ari Rabinowitz  
**Sent:** Monday, August 22, 2011 11:46 AM  
**To:** Tricia Ivins <[tivins@advancedcell.com](mailto:tivins@advancedcell.com)>; [ghrabin@gmail.com](mailto:ghrabin@gmail.com) <[ghrabin@gmail.com](mailto:ghrabin@gmail.com)>  
**Subject:** anti dilution settlement communication

Dear Gary and Tricia ,

It has come to our attention that shares were issued through 2010 to investors at an effective price of \$0.0353 ( or lower ) .

Based on this , we are :

1. Owed shares on previous warrant exercises
2. Have our existing warrant amount bumped up and strike price lowered
3. Are owed shares based on the conversions that were done on the notes at above the aforementioned price
4. Are owed damages on the fact that this was not disclosed to us as necessary in the agreements and have therefore lost money on the ability to sell the shares at higher prices .

The following is a partial summary of what we have been able to come up with so far of what is owed. I am sure that with the information at your disposal you can tell us if the price is actually lower than \$0.353 , what other issuances were made to us above that price , and additionally , what the 2006-2008 warrants actually are bumped up to ( something we have been trying to determine for some time now ) . We have not yet determined what the damages are from the non disclosure of this information by the company on a timely manner but we can talk about that .

Please let me know if you want to settle this in an amicable matter . I am available at my office or at 646-489-7310 .

### ACTC Ratchets/Adjustments

Date	Ticker	Share Amount	Share Type	Price	\$ Amount	Adjusted Strike*	Shares To Be Issued
11/30/2010	ACTC	950,000	Common Shares	0.1	95,000.00	0.0353	1,741,218
12/6/2010	ACTC	2,000,000	Common Shares	0.1	200,000.00	0.0353	3,665,722
12/6/2010	ACTC	135,710	Common Shares	0.1	13,571.00	0.0353	248,738
12/20/2010	ACTC	750,000	Shares Warrant	0.108	81,000.00	0.0353	1,544,618
12/21/2010	ACTC	3,350,000	Shares Warrant	0.108	361,800.00	0.0353	6,899,292
12/22/2010	ACTC	688,000	Shares Warrant	0.108	74,304.00	0.0353	1,416,929
12/23/2010	ACTC	5,101,043	Shares	0.1	510,104.30	0.0353	9,349,504
Warrants Held		4,788,000		0.108	517,104.00	0.0353	14,648,839
<b>Total</b>							<b>39,514,859</b>

EXHIBIT J

Monday, August 29, 2011 AOL: KZitter